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**DONGFENG MOTOR GROUP COMPANY LIMITED\***

**東風汽車集團股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 489)**

## **NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2023**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (hereinafter referred to as the “**AGM**”) of Dongfeng Motor Group Company Limited (hereinafter referred to as the “**Company**”) for the year 2023 will be held at 9:00 a.m. on Friday, 21 June 2024 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the People’s Republic of China (hereinafter referred to as the “**PRC**”) for the purposes of considering and, if thought appropriate, passing with or without amendments, the following resolutions:

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 30 May 2024.

### **I. AS ORDINARY RESOLUTIONS:**

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2023.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023.
3. To consider and approve the independent auditors’ report and audited financial statements of the Company for the year ended 31 December 2023.
4. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2023.

5. To consider and approve the authorization to the Board to deal with all issues in relation to the Company's distribution of interim dividend for the year 2024 at its absolute discretion (including, but not limited to determining whether to distribute the interim dividend for the year 2024).
6. To consider and approve the appointments of Ernst & Young as the international auditor of the Company for the year 2024, and Ernst & Young Hua Ming LLP as the domestic auditor of the Company for the year 2024 to hold office until the conclusion of annual general meeting for the year 2024, and to authorize the Board to determine their remunerations.
7. To consider and approve the remuneration of the directors and the supervisors of the Company determined by the Board for the year 2024.

## **II . AS SPECIAL RESOLUTION:**

8. To consider and, if thought fit, to approve the following general mandate for the Board and the persons authorised by the Board to repurchase the Company's H shares:
  - a) the Board be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to repurchase, during the Relevant Period (as defined in paragraph (c) below), the Company's H Shares not exceeding 127,420,000 H shares, representing approximately 5.1% of the number of the Company's H Shares in issue at the time when this resolution is passed at the AGM and the Class Meetings;
  - b) the Board be authorised to handle relevant matters in relation to the repurchase of H Shares, including but not limited to the following:
    - i. formulate and implement the detailed repurchase plan, including but not limited to determining the timing of repurchase, period of repurchase, repurchase price, number of Shares to be repurchased, etc.;
    - ii. notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law and the Articles of Association;
    - iii. open overseas securities account(s) or any other capital account(s) designated for the repurchase of H Shares, and handle relevant procedures for change of foreign exchange registration;
    - iv. carry out relevant approval or filing procedures (if applicable) pursuant to the applicable laws and regulations and regulatory requirements;

- v. handle the cancellation of the repurchased H shares, reduce the Company's registered capital, revise the total amount of share capital, share capital structure and making corresponding amendments to the relevant contents in relation to the Articles of Association, and handle the procedures for registration and filing of changes; and
  - vi. execute and handle all other documents and deal with all other matters relating to the repurchase of H Shares.
- c) for the purposes of this resolution:

**“Relevant Period”** means the period from (and including) the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of a period of 12 months from the date of passing of the special resolution granting the general mandate; or
- (iii) the date of revocation or revision of the authority given under this resolution by a special resolution of the Company in a general meeting.

By order of the Board  
**Yang Qing**  
*Chairman*

Wuhan, the PRC, 30 May 2024

*As at the date of this notice, Mr. Yang Qing and Mr. You Zheng are the executive directors of the Company; Mr. Zong Qingsheng, Mr. Leung Wai Lap, Philip and Mr. Hu Yiguang are the independent non-executive directors of the Company.*

Notes:

**1. ELIGIBILITY FOR ATTENDING THE GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES**

In order to determine the shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from 18 June 2024 to 21 June 2024, both days inclusive. In order to attend and vote at the AGM, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on 17 June 2024, being the last share registration date.

**2. PROXY**

- (1) A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies may only exercise the voting rights via voting.
- (2) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand(s) of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the Secretariat of the Board at the Company’s principal place of business in the PRC for holders of the Domestic Shares and at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H Shares not less than 24 hours before the time appointed for the AGM (i.e. no later than 9:00 a.m. on 20 June 2024).
- (4) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.

**3. REGISTRATION PROCEDURE FOR ATTENDING THE AGM**

- (1) A shareholder or his proxy shall produce proof of identity when attending the AGM. If a shareholder is a corporation, its legal representative or other person authorized by the board of directors or other competent body of such shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other competent body of such shareholder appointing such person to attend the meeting.
- (2) In accordance with the Articles of Association of the Company, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting rights attached to such share at the AGM, and this notice shall be deemed to be given to all joint holders of such share.

#### 4. MISCELLANEOUS

- (1) The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.
- (2) The address and contact details of the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

Tel: (852) 2862 8628

Fax: (852) 2865 0990

- (3) The address and contact details of the Company’s principal place of business in the PRC are as follows:

Address: Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People’s Republic of China

Postcode: 430056

Tel: (8627) 8428 5439

- (4) All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the Stock Exchange’s website and the Company’s website in accordance with the Listing Rules.

\* *For identification purposes only*